Primerica, Inc. Form 4 March 03, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

03/01/2016

(Print or Type Responses)

(Fillit of Type I	Responses)										
1. Name and Address of Reporting Person * Schneider Peter W.			2. Issuer Name and Ticker or Trading Symbol Primerica, Inc. [PRI]				ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction					(Chock an approach)			
1 PRIMERICA PARKWAY 03/01/20			h/Day/Year) /2016				Director 10% Owner Specify of the control of th				
				endment, Date Original				6. Individual or Joint/Group Filing(Check			
DULUTH, GA 30099			Filed(Moi	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med 3. 4. Securities Acquirities Acquiriti		d of (D)	Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported					
				Code V	Amount	or		Transaction(s) (Instr. 3 and 4)			
Common Stock	03/01/2016			F	1,090 (1)	D	\$ 42.19	15,783	D		
Common Stock	03/01/2016			M	3,912 (2)	A	\$ 0	19,695	D		
Common Stock	03/01/2016			F	1,846 (3)	D	\$ 42.19	17,849	D		
Common Stock	03/01/2016			M	3,224 (2)	A	\$ 0	21,073	D		

1,546

F

D

19,527

D

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	<u>(4)</u>	03/01/2016		M	3,912	(5)	<u>(5)</u>	Common Stock	3,912	\$
Restricted Stock Unit	<u>(4)</u>	03/01/2016		M	3,224	<u>(5)</u>	(5)	Common Stock	3,224	\$

Reporting Owners

Paparting Owner Name /	A 3.3	Relationships

Director 10% Owner Officer Other

Schneider Peter W.

1 PRIMERICA PARKWAY Exec. VP and General Counsel

DULUTH, GA 30099

Signatures

/s/ Stacey K. Geer, attorney in fact 03/03/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares withheld to cover taxes due upon the vesting of restricted shares.
- (2) Represents RSUs vested on March 1, 2015.
- (3) Represents shares withheld to cover taxes due upon the vesting of RSUs.

(4)

Reporting Owners 2

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Each RSU is granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan and represents a contingent right to receive one share of PRI common stock.

(5) The RSUs vest annually in three equal installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.